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FLORIDA PROFIT CORPORATION OR P.A.

The Prison Express, Inc.

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ARTICLES OF INCORPORATION
OF
THE PRISON EXPRESS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is The Prison Express, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

4169 Sussex Avenue
Lake Worth, FL 33461

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of \$.01 par value common stock, which shall be designated "Common Stock."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Phillip T. Ridolfo, Jr., Esq.
777 S. Flagler Dr., #300E
West Palm Beach, FL 33401
(561) 850-7900
FL Bar # 0963275
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ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Phillip T. Ridolfo, Jr., Esq.
777 S. Flagler Drive, #300E
West Palm Beach, FL 33401

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ARTICLE IX - INCORPORATOR

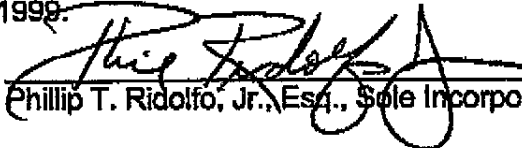
The name and address of the person signing these Articles are:

Phillip T. Ridolfo, Jr., Esq.
777 S. Flagler Drive, #300E
West Palm Beach, FL 33401

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

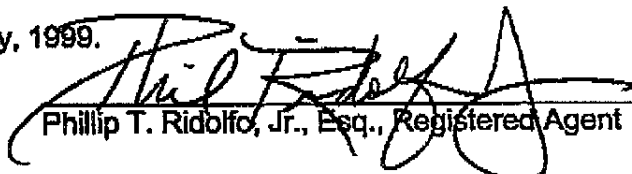
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19 day of February, 1999.


Phillip T. Ridolfo, Jr., Esq., Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 19 day of February, 1999.


Phillip T. Ridolfo, Jr., Esq., Registered Agent